

Company Number: 5564452

THE COMPANIES ACT 2006
SPECIAL RESOLUTION OF
KERONITE PLC
PASSED ON 30 OCTOBER 2008

We certify this to be a true copy of the original document

Date: 15 December 2008

Authorised Signatory: [Signature]

Name: DOM PICKENS

On behalf of Taylor Vinters
Merlin Place, Cambridge CB4 0DP

At a GENERAL MEETING of the above-named Company duly convened and held at The offices of the Company at Granta Park, Abington, Cambridge CB21 6GP on 30 October 2008 the following Resolutions were duly passed as Ordinary and Special Resolutions of the Company:

ORDINARY RESOLUTIONS

1. THAT with effect from the passing of this resolution the authorised share capital of the Company be increased from £5,862,510 to £13,562,510 by the creation of 535,000,000 A Preferred Shares of £0.01 each and 235,000,000 AA Preferred Shares of £0.01 each, all such A Preferred Shares and AA Preferred Shares carrying the rights and restrictions attaching to such shares set out in the new articles of association to be adopted pursuant to resolution 7 below.

2. THAT with effect from the passing of this resolution and in addition to all existing authorities, pursuant to section 80 of the Companies Act 1985 ("the Act"), the Directors are generally and unconditionally authorised to exercise all the powers of the Company to allot relevant securities provided that:

2.1 the maximum amount of such securities which may be allotted under this authority (within the meaning of that section) is £7,700,000; and

2.2 such authority shall, unless it is (prior to its expiry) duly revoked or varied or is renewed, expire on 30 October 2013 save that the Company may, before such expiry make an offer or agreement which will or may require relevant securities to be allotted after such expiry

and the expression "relevant securities" and references to the allotment of relevant securities shall bear the same respective meanings as in section 80 of the Act.

3. THAT the directors are hereby given authority to authorise matters giving rise to an actual or potential conflict for the purposes of section 175 Companies Act 2006

SPECIAL RESOLUTIONS

4. THAT, conditional on the passing of resolution 2 above and with effect from the passing of this resolution, the Directors be and they are hereby empowered pursuant to section 95 of the Act to allot equity securities wholly for cash pursuant to the authority conferred by resolution 2 as if section 89(1) if the Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities:

4.1 up to an aggregate nominal amount of £7,700,000; and



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*Actioned
Superintending*

- 4.1 such authority shall, unless it is (prior to its expiry) duly revoked or varied or is renewed, expire on 30 October 2013 save that the Company may, before such expiry make an offer or agreement which will or may require equity securities to be allotted after such expiry

and the expression "equity securities" and references to the allotment of equity securities shall bear the same respective meanings as in section 94 of the Act.

5. THAT conditional on the passing of resolution 4 above and with effect from the passing of this resolution, the provisions of Article 13 of the Company's articles of association be disapplied in respect of any allotment of shares in the capital of the Company pursuant to the authorities conferred by resolutions 2 and 4 above.
6. That the Company be re-registered as a private limited company.
7. THAT, conditional on the passing of resolution 6 above, the name of the Company be changed to "Keronite Group Limited".
8. THAT, conditional on the passing of resolution 7 above, the Company's memorandum of association be amended to reflect the re-registration of the Company namely by deleting the word "public" in clause 2 and replacing it with the word "private".
9. THAT, conditional on the passing of resolution 8 above, the regulations contained in the new articles of the association of the Company in the form produced to the Meeting and initialled by the Chairman for the purposes of identification be and they are adopted as the new articles of the Company with effect from the passing of this resolution.



Chairman